

**Exhibit A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
LEHMAN BROTHERS HOLDINGS INC., <u>et al.</u> ,	:	Case No. 08-13555 (JMP)
Debtors.	:	(Jointly Administered)

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**ORDER AUTHORIZING THE EXAMINER  
TO RETAIN AND EMPLOY JENNER & BLOCK LLP  
AS HIS COUNSEL NUNC PRO TUNC AS OF JANUARY 19, 2009**

Upon the Application of the Examiner for Order Authorizing the Retention and Employment of Jenner & Block LLP as His Counsel *Nunc Pro Tunc* as of January 19, 2009 (the “Application”) filed by Anton R. Valukas, the examiner (the “Examiner”) appointed in the above-captioned bankruptcy cases, and the Court having reviewed the Application, the Declaration of Patrick J. Trostle in Support of Examiner’s Application to Retain Jenner & Block (the “Trostle Declaration”), and the exhibits thereto submitted in support thereof; and the court being satisfied that (a) except as otherwise set forth in the Trostle Declaration, Jenner & Block does not represent any interests adverse to the Debtors or their estates with respect to which Jenner & Block is to be engaged; (b) Jenner & Block and its attorneys are “disinterested persons” as that term is defined under section 101(14) of the Bankruptcy Code; (c) the employment of Jenner & Block is necessary and in the best interest of the Examiner, the Debtors and their estates; (d) adequate notice of the Application has been provided in accordance with the procedures set forth in the order entered September 22, 2008, governing case management and administrative procedures [Docket # 285] to (i) the Court; (ii) counsel for the Debtors; (iii) the United States Trustee for Region 2; (iv) counsel for the Official Committee of Unsecured Creditors; (v) counsel for the Debtors’ postpetition lenders; (vi) the Securities and Exchange

Commission; (vii) the Internal Revenue Service; (viii) the United States Attorney for the Southern District of New York; and (ix) all parties who have requested notice in these Chapter 11 Cases; and (e) it appearing that no other or further notice of the Application need be provided; and after due deliberation and sufficient cause appearing therefor; it is hereby ORDERED

1. The Application is granted.

2. The Examiner is authorized to retain Jenner & Block as his counsel, *nunc pro tunc*, as of January 19, 2009, upon the terms and conditions set forth in the Application and the Trostle Declaration.

3. Jenner & Block shall be compensated for its services and reimbursed for any related expenses, which are to be determined pursuant to standards equivalent to those set forth in 11 U.S.C. §§ 330 and 331, upon the filing of the appropriate applications for allowance of interim or final compensation in accordance with the procedures established in these cases including the Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses other Professionals [Docket No. 1604].

4. This Court shall have exclusive jurisdiction with respect to any claim or controversy arising from or related to the implementation of this Order.

Dated: February \_\_, 2009  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE